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LAW OFFICES
GREEN, KAHN, PIOTRKOWSKI

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4297

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI

June 7, 1999

Via Federal Express:
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Organization for
Northway Investments LLC

700002897947--7
-06/08/99--01039--001
****285.00 ****285.00

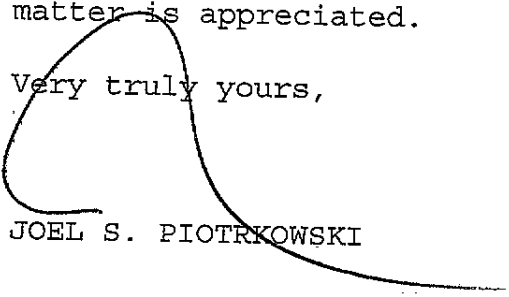
Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$285.00 representing the filing fee and resident agent fee.

Please file the Articles of Organization today and return a conformed copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,


JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLE V

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows: Cash in the amount of \$1,000.00.

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members only upon the unanimous consent of the members and only in the event the new member assumes the existing obligations set forth in the operating agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE IX

MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

Avi Dishi
601 W. 182nd Street
New York, NY 10033

Yasef Beraha
1991 N.E. 163rd Street
North Miami Beach, FL 33162

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ARTICLE X

INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of this 7th day of June, 1999.

[Handwritten signature of Avi Dishi]

Avi Dishi

Yasef Beraha

STATE OF FLORIDA)
:SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of June, 1999, by Avi Dishi, who is personally known to me or who has produced [redacted], as identification and who did take an oath.

[Handwritten signature of Susan J. Stein]



Susan J. Stein
MY COMMISSION # CC809803 EXPIRES
April 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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STATE OF FLORIDA)
:SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of June, 1999, by Yasef Beraha, who is personally known to me or who has produced [redacted], as identification and who did take an oath.

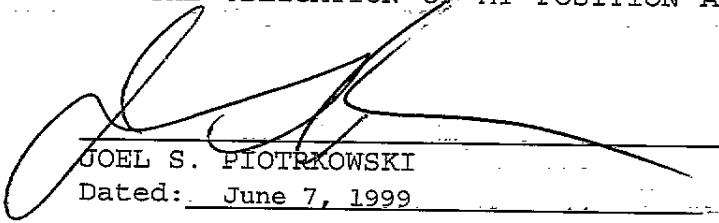
[Handwritten signature of Susan J. Stein]



Susan J. Stein
MY COMMISSION # CC809803 EXPIRES
April 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



JOEL S. PIOTRKOWSKI

Dated: June 7, 1999

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